



MERIT ENERGY COMPANY

13727 NOEL RD • SUITE 1200 • DALLAS, TX 75240 • PH: (972) 701-8377 • MERITENERGY.COM

Sent via electronic mail and Fed Express No.

May 1, 2021

Ms. Stephanie DeJong, Wastewater Section Chief
U.S. Environmental Protection Agency
Region 8
1595 Wynkoop Street
Denver, Colorado 80202-1129

RE: NPDES Permit No. WY-0000949
Circle Ridge Field, Fremont County, Wyoming

Dear Ms. DeJong,

Please find enclosed the information necessary for NPDES Permit No. WY-0000949 to be transferred from Merit Energy Company, LLC to the Eastern Shoshone Tribe and Northern Arapaho Tribe.

The permit pertains to the discharge from the Circle Ridge Field produced water treatment facility located in Section 6, Township 6 North, Range 2 West in Fremont County, Wyoming to a tributary to Coal Draw also located in Fremont County, Wyoming.

This transfer will be effective as of June 1, 2021.

If you have any questions, please feel free to contact Kat Lyles at 972.628.1079 or kat.lyles@meritenergy.com.

Thank you for your attention in this matter.

Sincerely,

Christopher S. Hagge
General Counsel

Enclosure

cc: Steven Siros

TRANSFER AND ASSUMPTION AGREEMENT

This Transfer and Assumption Agreement ("*Agreement*") sets forth the agreement as to the transfer of the NPDES Discharge Permit, UIC Injection Permits and Air Permit identified on Exhibit A attached hereto (collectively, the "*Permits*") by Merit Energy Company, LLC ("*Existing Permittee*") to the Northern Arapaho Tribe and Eastern Shoshone Tribe ("*New Permittee*") effective as of June 1, 2021 (the "*Effective Date*"). All capitalized terms used herein but not otherwise defined will have the meaning assigned to them in the Permit.

RECITALS

WHEREAS, Existing Permittee will not serve as operator of the Circle Ridge Field effective June 1, 2021 and New Permittee will assume operations on that date; and

WHEREAS, Existing Permittee desires to transfer to New Permittee, and New Permittee desires to assume from Existing Permittee, the Permits and all of Existing Permittee's rights and obligations thereunder.

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Transfer. Subject to obtaining all requisite regulatory approvals, Existing Permittee hereby transfers all of Existing Permittee's rights and obligation in and to the Permits to New Permittee as of the Effective Date.
2. Assumption. New Permittee hereby agrees to pay, perform and discharge all obligations, responsibilities and liabilities required to be performed or discharged regardless of whether such obligations or liabilities arose prior to, on or after the Effective Date, relating to, arising out of, or incurred in connection with the terms, covenants and conditions of the Permits.
3. Ratification. New Permittee hereby acknowledges, agrees to, ratifies and adopts all of the terms, conditions, obligations, covenants or agreement contained in the Permits in all respect and the Permits shall continue in full force and effect.
4. Consent. The transfer of the Permits will be effective only upon the receipt of all required regulatory approvals. If New Permittee fails to obtain the financial assurances required to transfer the UIC Injection Permits on or before May 25, 2021, Existing Permittee reserves the right to file for a termination of the UIC Injection Permits. Notwithstanding Existing Permittee's reservation of right to file for termination after May 25, 2021, Existing Permittee agrees to work cooperatively with New Permittee and the U.S. Environmental Protection Agency ("EPA") and take reasonable steps to avoid the need for these Permits to terminate upon reasonable written request from New Permittee at no out-of-pocket expense to Existing Permittee. Further, New Permittee agrees that in the

event the transfer of the UIC Injection Permits is not approved by June 1, 2021, it will shut-in the associated wells and not conduct any operations under Existing Permittee's UIC Injection Permits unless otherwise agreed to in writing by the parties.

5. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas without regard to conflicts of law provisions hereof. This Agreement was prepared by all parties hereto and not by any party to the exclusion of the other or others.

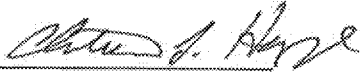
This Agreement may be signed in multiple counterparts, each of which will constitute an original and all of which when construed together, will constitute one and the same instrument.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.


EXISTING PERMITTEE:

Merit Energy Company, LLC

By: 
Name: _____
Title: Christopher S. Hagge
Vice President

NEW PERMITTEE:

Northern Arapaho Tribe

By: 
Name: Lee Spoonhunter
Title: Co-Chairman

Eastern Shoshone Tribe

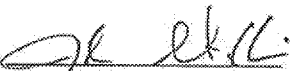
By: 
Name: Jim St. Clair
Title: Chairman

EXHIBIT A

NPDES Discharge Permit

WY-000949

UIC Injection Permits

Well Name (28)	EPA Permit Number	API
Shoshone 63-24-A	WY20000-02149	49-013-06793
Shoshone 63-27-A	WY20000-02150	49-013-20479
Shoshone 65-12-T	WY20000-02167	49-013-06837
Shoshone 65-20-E	WY20000-02169	49-013-06833
Shoshone 65-25-E	WY20000-02170	49-013-06830
Shoshone 65-26-T	WY20000-02171	49-013-06844
Shoshone 65-29-T	WY20000-02173	49-013-06852
Shoshone 65-38-T	WY20000-02177	49-013-06845
Shoshone 65-40-E	WY20000-02178	49-013-06846
Shoshone 65-41-E	WY20000-02179	49-013-06839
Shoshone 65-42-E	WY20000-02182	49-013-06851
Shoshone 66-46-A	WY20000-03089	49-013-06775
Shoshone 65-02	WY20969-06387	49-013-06766
Shoshone 65-03	WY20968-06386	49-013-06802
Shoshone 65-31-T	WY20828-04386	49-013-06847
Shoshone 65-32-T	WY20711-03776	49-013-06820
Shoshone 65-33-T	WY20707-02174	49-013-06855
Shoshone 65-50-ET	WY20856-04481	49-013-20590
Shoshone 65-68-T	WY20837-02175	49-013-21497
Shoshone 65-70-T	WY20708-02176	49-013-21498
Shoshone 65-77A-T	WY20521-02119	49-013-21637
Shoshone 66-66-A	WY20819-04366	49-013-20757

Air Permit

New Source Minor Registration for Tank Battery Emission Unit(s) – REG-WR-OOOOO6-
2013.001